

**Fissell Decl.
Ex. 37**

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X *
GLOBAL GAMING PHILIPPINES, LLC, *
PLAINTIFF, *

vs *

ENRIQUE K RAZON, JR.; BLOOMBERRY
RESORTS AND HOTELS, INC; SURESTE
PROPERTIES, INC; COLLINGWOOD
INVESTMENT COMPANY LIMITED;
COLLINGWOOD OIL & GAS HOLDINGS,
LLC; COLLINGWOOD USA, INC;
COLLINGWOOD BROOKSHIRE USA, INC;
COLLINGWOOD APPALACHIAN MINERALS,
LLC; ASIA ARROW LIMITED; RIZOLINA
LLC; ENSARA LLC; NOZAR LLC; BOWERY
BAY LLD; CAMPANILLA LLC; FESARA
LLC; and 11 ESSEX STREET REALTY
LLC,

DEFENDANTS.
-----X *

INDEX NO:
21-cv-2655
(LGS)

*** HIGHLY CONFIDENTIAL ***

VIDEOTAPED DEPOSITION

of

JONATHAN REIN

New York, New York

Tuesday, May 17, 2022

Mary Agnes Drury, RPR

JONATHAN REIN - HIGHLY CONFIDENTIAL
conversations with him and with others
prior to the exercise of the option.

BY MS. FISSELL:

Q. And you don't recall any of those
conversations sitting here today?

A. Specific conversations, I can't say
that I do, no.

Q. Do you recall that the exercise of
the option followed the roadshow? Came after
the roadshow and the offering associated with
that?

A. The exercise of the option came
after the roadshow.

(Whereupon, Defendant Exhibit 2032,
Exhibit 22, Offering Circular Dated 5/1/12,
244-Pages was previously marked for
identification.)

BY MS. FISSELL:

Q. I'm going to show you a document
that was previously marked Defendant's
Exhibit 2032.

Are you familiar with this document?

A. This document appears to be the
Offering Circular for Bloomberry Resorts

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Corporation, which you might think of as the
IPO offering doc in a slightly imprecise
vernacular and, yes, I'm familiar with it.

Q. And were you involved in reviewing
drafts of the Offering Circular?

A. Can you be more specific about
"involved," what do you mean?

Q. Did you review drafts of the
Offering Circular?

A. Yes, I reviewed drafts of the
Offering Circular.

Q. Did you draft any portion of it?

A. I gave comments to one or both of
Brad Stone and Garry Saunders.

It is my understanding and belief
that they included some or all of those
comments in their own comments in passing
comments back to whomever they did, whether it
was the investment bankers or someone at
Bloomberry.

Q. And were you aware of this document
prior to GGAM exercising the option?

A. Well, yes. My recollection of the
-- yes. My answer is yes.

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others on what the meaning of certain
things are, I can't give examples.

But, certainly, one of the purposes
of those agreements was to delineate
respective rights and protections.

BY MS. FISSELL:

Q. You were responsible for GGAM's
attempt to sell the option shares, correct?

A. I was -- I would express that I was
the business person who was most involved. I
certainly led the effort from a non-legal,
capital markets standpoint.

Q. And do you recall when you began the
process of attempting to sell the shares?

A. I believe I testified to it in one
or more of my Declarations in the arbitration;
it might be easier to refer to that.

I can generally say it was in late
2013, but I think I have specifics, if you guys
want to put some paper in front of me.

Q. Okay. You have in front of you the
document that's been marked, I think
Exhibit 2042, it's your first Declaration. We
looked at paragraph 12 of it earlier.

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A. Hold on. I'll find it.

MR. AINSWORTH: 2042?

THE WITNESS: I have it; 2042.

Q. Yeah. Paragraph 20.

A. Okay.

Q. So this says that in early October 2013, you initiated the process of formally selecting placing agents to assist GGAM with the sale of the shares.

A. Was that a question?

Q. Well, I'm pointing you to that. You wanted to refresh your recollection on timing.

Do you recall why GGAM had decided to start selling the shares then?

A. So I believe my answer is given in paragraph 18 of this same document; I'm happy to read it for the record.

Q. That's okay. What do you recall without reading the paragraph into the record about why GGAM had decided to sell the shares at the time?

A. So GGAM is not a hedge fund or private equity firm, and at the time we were not interested in holding an equity stake in a

C E R T I F I C A T E

STATE OF NEW YORK)

) ss.:


COUNTY OF ONONDAGA)

I, Mary Agnes Drury, a Notary Public within and for the State of New York, do hereby certify:

That JONATHAN REIN, the witness whose deposition is hereinbefore set forth, was duly sworn by me and that such deposition is a true record of the testimony given by such witness.

I further certify that I am not related to any of the parties to this action by blood or marriage; and that I am in no way interested in the outcome of this matter.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of May, 2022.


Mary Agnes Drury